C&C Alpha Healthcare Group Limited Financial Statements 31 March 2018

COMPANIES HOUSE

SLAVEN JEFFCOTE LLP
Chartered Certified Accountants & statutory auditor 1 Lumley Street Mayfair London W1K 6TT

Financial Statements

Year ended 31 March 2018

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Strategic Report

Year ended 31 March 2018

Introduction

The directors present their strategic report on C&C Alpha Healthcare Group Limited for the year ended 31 March 2018.

Business review

The results for the year are set out in Statement of Comprehensive Income and the financial position of the Company as at 31 March 2018 is set out in the Statement of financial position. The Statement of Comprehensive Income is presented for the Company only.

During the year the Company was an intermediate holding company for an elderly residential care home group, Alpha Health Care Limited.

During the year ended 31 March 2018 this business generated total revenue of £8.8 million (2017 - £7.8 million) and Adjusted EBITDA (earnings before interest, tax, depreciation and amortisation) of £0.6 million (2017 - £0.4 million).

Principal risks and uncertainties

The group has historically used various financial instruments that include loans, cash and working capital items such as trade debtors and trade creditors that arise directly from its operations. The group's policy is to finance large assets and material capital expenditure through loans and to finance the business day-to-day operations through a combination of cash resources and working capital.

The existence of these financial instruments exposes the Company to a number of financial risks, which are described in more detail below.

The main risks arising from the Company's financial instruments are cash flow interest rate risk, credit risk and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

Interest rate risk

The Company finances its operations through a mixture of retained profits and bank borrowings. The Company's exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities.

Liquidity risk

The Company manages financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest surplus cash safely and profitably.

Credit risk

In order to manage credit risk, the directors set working capital targets including debtor days. Outstanding balances are reviewed by the credit controller on a regular basis, in conjunction with debt ageing, and the Company operates a robust collection procedure.

Strategic Report (continued)

Year ended 31 March 2018

This report was approved by the board of directors on $\dots \partial / U / \partial o . C$ and signed on behalf of the board by:

B Choudhrie Director

Registered office: 23 Buckingham Gate

London SW1E 6LB

Director's Report

Year ended 31 March 2018

The director presents his report and the financial statements of the company for the year ended 31 March 2018.

Director

The director who served the company during the year was as follows:

B Choudhrie

Dividends

The director does not recommend the payment of a dividend.

Director's responsibilities statement

The director is responsible for preparing the strategic report, director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware
 of any relevant audit information and to establish that the company's auditor is aware of that
 information.

Director's Report (continued)

Year ended 31 March 2018

B Choudhrie Director

Registered office: 23 Buckingham Gate

London SW1E 6LB

Independent Auditor's Report to the Members of C&C Alpha Healthcare Group Limited

Year ended 31 March 2018

Opinion

We have audited the financial statements of C&C Alpha Healthcare Group Limited (the 'company') for the year ended 31 March 2018 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that
 may cast significant doubt about the company's ability to continue to adopt the going concern
 basis of accounting for a period of at least twelve months from the date when the financial
 statements are authorised for issue.

Independent Auditor's Report to the Members of C&C Alpha Healthcare Group Limited (continued)

Year ended 31 March 2018

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The director is responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements. And the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of the director

As explained more fully in the director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Independent Auditor's Report to the Members of C&C Alpha Healthcare Group Limited (continued)

Year ended 31 March 2018

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit
 procedures that are appropriate in the circumstances, but not for the purpose of expressing an
 opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditor's Report to the Members of C&C Alpha Healthcare Group Limited (continued)

Year ended 31 March 2018

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

NICHOLAS JOHN PALING (Senior Statutory Auditor)

For and on behalf of Slaven Jeffcote LLP Chartered Certified Accountants & statutory auditor 1 Lumley Street Mayfair London W1K 6TT

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Statement of Comprehensive Income

Year ended 31 March 2018

T	Note	2018 £	2017 £
Turnover	4	78,000	24,233
Gross profit		78,000	24,233
Administrative expenses		155,478	12,078,921
Operating loss	5	(77,478)	(12,054,688)
Other interest receivable and similar income Amounts written back to investments	8	_	4 3,859,089
Loss before taxation		(77,478)	(15,913,773)
Tax on loss	9	-	_
Loss for the financial year and total comprehensive income		(77,478)	(15,913,773)

All the activities of the company are from continuing operations.

Statement of Financial Position

31 March 2018

Fixed assets	Note	2018 £	2017 £
Investments	10	5,000,000	5,000,000
Current assets Debtors Cash at bank and in hand	11	15,401,173 25,161	15,529,818 2,191
		.15,426,334	15,532,009
Creditors: amounts falling due within one year	12	29,874	58,071
Net current assets		15,396,460	15,473,938
Total assets less current liabilities		20,396,460	20,473,938
Net assets		20,396,460	20,473,938
Capital and reserves Called up share capital Profit and loss account	15 16	134,788 20,261,672	134,788 20,339,150
Shareholders funds		20,396,460	20,473,938

B Choudhrie Director

Company registration number: 06517718

Statement of Changes in Equity

Year ended 31 March 2018

At 1 April 2016	Called up share capital £ 127,588	£	Profit and loss account £ (37,407,076)	Total £ 36,380,511
Loss for the year Other comprehensive income for the year:				(15,913,773)
Movement between the reserves		(73,659,999)		
Total comprehensive income for the year	_	(73,659,999)	57,746,226	(15,913,773)
Issue of shares	7,200			7,200
Total investments by and distributions to owners	7,200	-	-	7,200
At 31 March 2017	134,788	-	20,339,150	20,473,938
Loss for the year			(77,478)	(77,478)
Total comprehensive income for the year	_		(77,478)	(77,478)
At 31 March 2018	134,788		20,261,672	20,396,460

Statement of Cash Flows

Year ended 31 March 2018

	2018 £	2017 £
Cash flows from operating activities Loss for the financial year	(77,478)	(15,913,773)
Adjustments for: Amounts written back to investments Other interest receivable and similar income Accrued expenses	- - 800	3,859,089 (4) 4,600
Changes in: Trade and other debtors Trade and other creditors	128,645 (28,997)	12,026,530 20,415
Cash generated from operations	22,970	(3,143)
Interest received	_	4
Net cash from/(used in) operating activities	22,970	(3,139)
Cash flows from financing activities Proceeds from issue of ordinary shares	_	7,200
Net cash from financing activities		7,200
Net increase in cash and cash equivalents Cash and cash equivalents at beginning of year	22,970 2,191	4,061 (1,870)
Cash and cash equivalents at end of year	25,161	2,191

The notes on pages 13 to 19 form part of these financial statements.

Notes to the Financial Statements

Year ended 31 March 2018

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is 23 Buckingham Gate, London, SW1E 6LB.

2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for services rendered, stated net of discounts and of Value Added Tax.

Revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period provided that the outcome can be reliably estimated. When the outcome cannot be reliably estimated, revenue is recognised only to the extent that expenses recognised are recoverable.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

Notes to the Financial Statements (continued)

Year ended 31 March 2018

3. Accounting policies (continued)

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date. For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

Notes to the Financial Statements (continued)

Year ended 31 March 2018

3. Accounting policies (continued)

Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

4. Turnover

Turnover arises from:

 Rendering of services
 2018 £ £ £

 78,000 24,233

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

5. Operating profit

Operating profit or loss is stated after charging:

In the previous year administrative expenses included an amount of £11,888,758 relating to the impairment of a loan receivable from Alpha Health Care Limited, this amount was written off on 14 March 2017 following the assignment of the debt to C&C Alpha Group Limited. No such transactions have taken place in the current year.

6. Auditor's remuneration

		2018	2017
		£	£
Fees payable for the audit of the financial statemen	its	3,500	3,500

7. Staff costs

The average number of persons employed by the company during the year, including the director, amounted to:

	2018	2017
	No.	No.
Management staff	1	1
	==	

Notes to the Financial Statements (continued)

Year ended 31 March 2018

7.	Staff costs (continued)		
	The aggregate payroll costs incurred during the year, relating to the	above, were:	
		2018	2017
		£	£
	Wages and salaries	129,600	64,800
	Social security costs	12,040	7,886
	Other pension costs	7,200	3,600
		1.48,840	76,286
8.	Other interest receivable and similar income		
	•	2018	2017
		£	£
	Interest on cash and cash equivalents		4
9.	Tax on loss		•

Reconciliation of tax income

The tax assessed on the loss on ordinary activities for the year is higher than (2017: higher than) the standard rate of corporation tax in the UK of 19% (2017: 20%).

	2018	2017
	£	£
Loss on ordinary activities before taxation	(77,478)	(15,913,773)
Loss on ordinary activities by rate of tax	(14,721)	(3,182,754)
Effect of expenses not deductible for tax purposes	19	3,149,569
Unused tax losses	14,702	33,185
Tax on loss	·	

10. Investments

	Shares in group undertakings £
Cost ⁻ At 1 April 2017 and 31 March 2018	8,859,089
Impairment	
At 1 April 2017 and 31 March 2018	3,859,089
Carrying amount	
At 31 March 2018	5,000,000
At 31 March 2017	5,000,000

Notes to the Financial Statements (continued)

Year ended 31 March 2018

10. Investments (continued)

During the previous year the company wrote off an investment of £3,859,089 relating to Alpha Health Care Limited. No such adjustment was necessary in the current year.

Subsidiaries, associates and other investments

			(F Class of share	Percentage of shares held
	Subsidiary undertakings Alpha Health Care Limited			Ordinary	100
	The results and capital and reserves for the	ne year are as Capital and 2018 £		Profit/(loss) t 2018 £	for the year 2017 £
	Subsidiary undertakings Alpha Health Care Limited	5,115,037	4,997,031	118,006	33,713
11.	Debtors				
	Trade debtors Amounts owed by group undertakings			2018 £ 6,500 15,394,673 15,401,173	2017 £ 19,500 15,510,318 15,529,818
12.	Creditors: amounts falling due within o	one year			
	Trade creditors Accruals and deferred income Social security and other taxes Other creditors			2018 £ 15,938 5,400 1,936 6,600 29,874	2017 £ 47,295 4,600 4,976 1,200 58,071

13. Employee benefits

Defined contribution plans

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £7,200 (2017: £3,600).

Notes to the Financial Statements (continued)

Year ended 31 March 2018

14.	Finan	cial i	nstrur	nents

The carrying amount for each category of financial instrument is as follows:

Financial liabilities measured at amortised cost Financial liabilities measured at amortised cost

I he carrying amount for each category of financial instrument is as to	DIIOWS:	
	2018	2017
	£	£
Financial assets that are debt instruments measured at amortise Financial assets that are debt instruments measured at amortised		45 500 000
cost	15,426,334	15,532,009
Financial liabilities measured at amortised cost		
Financial liabilities measured at amortised cost	29 874	58 071

15. Called up share capital

Issued, called up and fully paid

	2018		2017	
	No.	£	No.	£
Ordinary shares of £1 each	127,588	127,588	127,588	127,588
Ordinary Class B shares of £1 each	7,200	7,200	7,200	7,200
	134,788	134,788	134,788	134,788

16. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

17. Related party transactions

In the opinion of the directors there is no one controlling party.

During the year under review a shareholder of the company received salary of £129,600 (2017-£64,800) from the company, during the year company contributed retirement benefit of £7,200 (2017-£3600) into defined contribution pension fund on the shareholder's behalf.

A shareholder of the company is a director and shareholder of Wilson Hall Consulting Limited, during the year under review Wilson Hall Consulting Limited received consultancy fee of Nil (2017-£36,000) from the company.

Notes to the Financial Statements (continued)

Year ended 31 March 2018

18. Controlling party

The company's ultimate parent undertaking at the balance sheet date was Harberry Investments Limited, a company incorporated in the British Virgin Islands.

At the balance sheet date, the parent undertaking of the largest group for which group accounts including Alpha Healthcare Group Limited are drawn up is C&C Alpha Group Limited, a company registered in England and Wales. Copies of the consolidated financial statements are available from Companies House or from the registered office:

23 Buckingham Gate London SW1E 6LB